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 and Defendants Thomas M. Ashburn, Carol
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 Cece, Alfred S. Chuang, William T. Coleman, Mark
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 William M. Klein, Ivan M. Koon, William H. Janeway,
 Joseph H. Menard, Dean Morton, Tod Nielsen,
 Edward W. Scott, Jr., Robert A. Shipp and Deborah Stanley

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re BEA SYSTEMS, INC. DERIVATIVE)
 LITIGATION)

Master File No. C-06-4459 (RMW)

This Document Relates To:)
 All Actions)

**STIPULATION AND ORDER REGARDING AMENDING
 THE CONSOLIDATED COMPLAINT
 AND SETTING BRIEFING SCHEDULE**

STIPULATION REGARDING AMENDING
 THE CONSOLIDATED COMPLAINT
 AND SETTING BRIEFING SCHEDULE

WHEREAS, following a consolidation of *Barcheski v. Coleman et al*, Case No. C-06-4459 RMW and *Molner v. Coleman*, Case No. C-06-05470 JW, Plaintiffs filed a Consolidated Complaint on December 4, 2006; and

WHEREAS, on January 18, 2007, Nominal Defendant BEA Systems and Defendants Thomas M. Ashburn, Carol A. Bartz, Barbara J. Britton, Mark T. Carges, Sam Cece, Alfred S. Chuang, William T. Coleman, Mark P. Dentinger, Matthew S. Green, Stewart K.P. Gross, William M. Klein, Ivan M. Koon, William H. Janeway, Joseph H. Menard, Dean Morton, Tod Nielsen, Edward W. Scott, Jr., Robert A. Shipp and Deborah Stanley (collectively, "Defendants") filed a motion to dismiss the Consolidated Complaint; and

WHEREAS, in advance of the response date for a response to the pending motion to dismiss, Plaintiffs desire to file a superseding Amended Consolidated Complaint; and

WHEREAS, Defendants, without waiving any of their rights, do not oppose the Plaintiffs' filing of an Amended Consolidated Complaint.

THEREFORE, Plaintiffs and Defendants stipulate, subject to the approval of the Court, to the following:

1. Within fourteen (14) Court days from the entry of this Order, Plaintiffs shall file and serve an Amended Consolidated Complaint.
2. Plaintiffs' Consolidated Complaint shall be superseded by the Amended Consolidated Complaint.
3. The Motion to Dismiss filed by Defendants is withdrawn without prejudice.
4. Defendants shall answer or otherwise respond to the Amended Consolidated Complaint no later than 45 days from the date of service of the Amended Consolidated Complaint.
5. In the event that Defendants file and serve any motion directed at the Amended Consolidated Complaint, Plaintiffs shall file and serve their opposition within 45 days after the service of the motion.

- 1 6. If Defendants file and serve a reply to Plaintiffs' opposition, they will do so
2 within 21 days after service of the opposition.
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5 DATED: February 28, 2007

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Lead Counsel for Plaintiffs

18 DATED: February 28, 2007

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28 STIPULATION REGARDING AMENDING
 THE CONSOLIDATED COMPLAINT
 AND SETTING BRIEFING SCHEDULE

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 3/5/07


The Hon. Ronald M. Whyte
United States District Court Judge

STIPULATION REGARDING AMENDING
THE CONSOLIDATED COMPLAINT
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